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MÉLIUZ S.A. RELATED PARTIES TRANSACTIONS AND CONFLICTS OF INTEREST POLICY

CHAPTER I - DEFINITIONS

1.1. When not defined in other provisions of this Policy, the terms beginning with a capital letter, whether in the singular or plural, shall have the following meanings:

“Controlling Shareholder” means the shareholder or group of shareholders (bound by a shareholders’ agreement or under common control) exercising the Controlling Interest of the Company.

“Directors” means the members of the Board of Directors, Statutory and Non-Statutory Officers and members of the Company’s Statutory and Non-Statutory Advisory Committees and their respective alternates, as applicable.

“Collaborators” means any person who maintains a statutory or employment relationship with the Company and its Subsidiaries, such as: Directors, full-time and temporary employees, outsourced employees, interns, consultants, advisors and other employees of the Company and its Subsidiaries.

“Company” means Méliuz S.A.

“Market Conditions” has the meaning ascribed thereto in item 4.1.

“Conflict of Interest” has the meaning ascribed thereto in item 6.1.

“Subsidiaries” means the subsidiaries and/or companies in which the Company exercises Controlling Interest.

“CVM” means the Securities and Exchange Commission of Brazil.

“Annual Declaration” means the document signed annually by the Directors and Collaborators of the Company confirming the inexistence of participation in a transaction subject to Conflict of Interest, as provided for in this Policy, in the manner set forth in Exhibit II to this Policy.

“CVM Resolution 642” means CVM Resolution 642, dated October 7, 2010.

“Executive Board” means the Company’s Executive Board, as provided in its Articles of Incorporation.

“Corporate Governance” system consisting of principles and recommendations involving the relationships among the Company, Controlling Shareholder, shareholders, Directors, Collaborators and other stakeholders, aiming to preserve and optimize the long-term economic value of the Company, facilitating its access to resources and contributing to the quality of the management of the organization, its longevity and the common good.

“Corporation Law” means Law 6.404 of December 15, 1976, as amended.

“Related Parties” has the meaning ascribed thereto in Section 3.1.

“Policy” means this Policy on Transactions with Related Party and Conflicts of Interest of the Company and its Parent Companies.

“CPC Technical Pronouncement No. 5 (R1)” means the pronouncement issued by the Accounting Pronouncements Committee and approved by CVM, by means of CVM Resolution 642.

“Adhesion Term” means the Adhesion Term to this Policy, in the form of Exhibit I of this Policy.

"Transaction with Related Party" has the meaning ascribed thereto in item 5.1.

CHAPTER II – PURPOSE AND APPLICATION

2.1. This Policy aims to establish rules with the purpose of ensuring that: (i) decisions involving Transactions with Related Party and situations with potential Conflicts of Interest are taken always having in mind the interests of the Company and its Subsidiaries, in addition to its Shareholders; and (ii) decisions that may confer a private benefit to any of its Directors and/or Collaborators, family members, entities or persons related to them, are taken in a transparent manner, with total smoothness, always respecting the best interests of the Company, observing the best Corporate Governance practices.

2.2. This Policy seeks to create behavior and conduct that meets the requirements of the legislation in force, especially the duty of transparency, loyalty and suitability of the Directors and Collaborators, requiring that the Company's interests always prevail over the personal interests of its decision-makers. Thus, in the event of a Conflict of Interest situation, even if potential, involving a Company Director or Collaborator, he/she must promptly report the situation to the Board of Directors and/or the other Directors, being prevented from continuing and mediating the transaction in question.

CHAPTER III – RELATED PARTIES

3.1. For the purposes of this Policy, "Related Parties" are, for example:

(i) the natural or legal persons with whom the Company is able to contract under conditions other than those of independence that characterize transactions with third parties unrelated to the Company, as per regulations and/or guidance from regulatory bodies;

(ii) any individual or legal entity that directly or indirectly, through one or more intermediaries, controls, is controlled by, or is under the common control of the Company;

(iii) any individual or legal entity that has an interest in the Company or has significant influence over the Company;

(iv) any person or entity that has joint control over the Company;

(v) any person or legal entity that is an affiliate of the Company;

(vi) any person or legal entity that is an investee of the Company;

(vii) any person or entity that has authority and/or responsibility for the planning, direction and control of the Company's activities, directly or indirectly, including any Director; and

(viii) any natural person who is a close member of relatives or any person referred to in the above items, close member of relatives being understood to mean those who may influence or be influenced by such person in his or her dealings with the Company, including: (a) their spouse or partner and children; (b) children of their spouse or partner; and (c) their dependents or those of their spouse and family members to the third degree.

3.2. The definition and examples mentioned in this Policy are not exhaustive and do not exhaust the aspects that must be considered in the identification of the Related Parties, nor do they restrict the information that must be disclosed.

CHAPTER IV – MARKET CONDITION

4.1. For the purposes of this Policy, “Market Conditions” are considered to be those conditions for which, during the negotiation, the following aspects were observed:

- (i) competitiveness: prices and conditions of the services or products compatible with those practiced in the market in general;
- (ii) conformity: adherence of the services rendered or products involved to the contractual terms and responsibilities practiced by the Company;
- (iii) transparency: adequate reporting of the agreed conditions with due application, as well as their impacts, in the Company’s financial statements; and
- (iv) equity: equal treatment and observance of practices that prevent discrimination or privilege or use of privileged information or business opportunities for individual benefit.

CHAPTER V – TRANSACTIONS WITH RELATED PARTIES

5.1. In accordance with the Technical Pronouncement CPC 5 (R1), the “Transactions with Related Party” are conceptualized as the *“transfer of resources, services or obligations between related parties, regardless of whether or not there is a value allocated to the transaction”*.

5.2. The Company may contract with Related Parties if it strictly uses the same rules and hiring criteria applicable to the selection and hiring of independent service providers and provided that the Market Conditions are observed, as specified in item 4.1 of this Policy.

5.3. If there is no market parameter, the Transactions with Related Parties shall be based on similar previous negotiations.

5.4. The Company’s Officers are responsible for identifying the Related Parties and classifying operations as Transactions with Related Parties, under the terms of the applicable legislation and regulations.

CHAPTER VI - CONFLICT OF INTERESTS

6.1. For the purposes of this Policy, “Conflict of Interest” consists in the involvement of a Related Party in a decision-making process in which it is not in commutative and independent conditions, having the power to influence its final result and ensure gain for itself, any relative or third party with which it is involved, or yet any other situation that may interfere in its capacity of exempt judgment. Decisions in which the personal objectives of the Company’s decision-makers, for whatever reason, are not aligned with the Company’s objectives will also be considered as Conflicts of Interest.

6.2. If a matter involving Related Parties is identified, the Company’s Directors or Collaborators involved must manifest their potential Conflict of Interest on said matter, absent themselves from discussions on the subject, and abstain from voting on the respective matter.

6.3. If requested by the Company’s Chief Executive Officer, as the case may be, the Directors involved may partially participate in the discussion, aiming at providing more information on the Transactions with Related Parties and the Related Parties involved themselves. In this case, in any case, such Directors must absent themselves from the process of voting on the matter.

6.4. The manifestation of the Conflict of Interest situation and the subsequent abstention from discussing and voting on the referred matter shall be included in the minutes of the deliberation or meeting in which the situation is presented.

6.5. Should any Director or Collaborator who may have a potential private gain as a result of some decision not manifest his or her Conflict of Interest, any third party with knowledge of the situation may do so.

6.6. Annually, the Directors and Collaborators must sign the Annual Declaration, as per Exhibit II of this Policy, attesting to the compliance with the provisions of this Policy and confirming the inexistence of participation in a transaction subject to Conflict of Interest.

CHAPTER VII – APPROVAL AUTHORITY

7.1. It is incumbent upon the Board of Directors, especially when an Officer or Director of the Company is involved, to approve any Transaction or set of Transactions with Related Parties, except (a) between the Company and affiliated companies; or (b) direct and indirect subsidiaries of the Company, in the normal course of its business.

CHAPTER VIII – TRANSPARENCY AND DUTY OF DISCLOSURE

8.1. The Company shall disclose the Transactions with Related Parties with details that are sufficient for identifying the Related Parties and any essential or not strictly commutative conditions inherent to the transactions in question, thus ensuring to the market the possibility of inspecting and following up the Company's management acts, even if they have not yet been consummated, according to article 247 of the Corporation Law and CVM Resolution 642.

8.2. The disclosure of this information must be made in a clear and precise manner, in the notes to the Company's quarterly and annual financial statements, in accordance with the applicable accounting principles, as well as in the Company's Reference Form.

8.3. The Company's suppliers, through a specific contractual clause, contained in the contracts signed with the Company, must declare that they are aware of, respect and agree with this Policy.

8.4. The transactions with Related Parties must be formalized by means of a written instrument, with due indication of the object of the transaction, the amounts involved in the business, the deadlines and the fees charged, if applicable, as well as the other rights and responsibilities of the parties involved.

CHAPTER IX - GENERAL PROVISIONS

9.1. This Policy was approved at the Meeting of the Board of Directors held on September 1, 2020, shall become effective on the date established at said meeting and shall be in force for an indefinite term, it being incumbent upon the Board of Directors to approve the necessary amendments to this Policy from time to time.

9.2. The full content of this Policy shall be disclosed by the Company on its investor relations website (ri.meliuz.com.br) and on the CVM website (www.cvm.gov.br).

EXHIBIT I

MÉLIUZ S.A. RELATED PARTIES TRANSACTIONS AND CONFLICTS OF INTEREST POLICY

ADHESION TERM

By this instrument, [name and full qualification], hereinafter simply referred to as “Declarant”, in the capacity of [position] of Méliuz S.A, headquartered at Avenida do Contorno, nº 6594, Sala 701, CEP: 30110-044, Savassi, in the City of Belo Horizonte, State of Minas Gerais, enrolled with the CNPJ/ME under No. 14.110.585/0001-07 (“Company”), hereby comes to (i) declare to have received a copy of the Company’s “Transactions with Related Parties and Conflicts of Interest Policy” and to be fully aware of the rules contained therein, which was prepared in accordance with the New Market Regulations of B3 S.A. - Brasil, Bolsa, Balcão, as amended and approved by the Company’s Board of Directors on September 1, 2020; and (ii) undertake to guide their actions regarding the Company always in compliance with such “Related Parties Transactions and Conflicts of Interest Policy” and the applicable laws and rules.

It declares, furthermore, to be aware that any violation of the provisions of this Policy will constitute a serious violation, for the purposes set forth in paragraph 3 of article 11, of Law 6.385 of December 7, 1976, as amended.

The Declarant signs this instrument in three (3) counterparts of equal content, in the presence of the two (2) undersigned witnesses.

Belo Horizonte, [•] [•], [•].

[DECLARANT]

Witnesses:

Name:
RG [ID]:

Name:
RG [ID]:

EXHIBIT II

MÉLIUZ S.A. RELATED PARTIES TRANSACTIONS AND CONFLICTS OF INTEREST POLICY

ANNUAL DECLARATION

By this instrument, [name and full qualification], hereinafter simply referred to as “Declarant”, in the capacity of [position] of Méliuz S.A, headquartered at Avenida do Contorno, nº 6594, Sala 701, CEP: 30110-044, Savassi, in the City of Belo Horizonte, State of Minas Gerais, enrolled in the CNPJ/ME under No. 14.110.585/0001-07 (“Company”), hereby reaffirms its commitment to comply with the Company’s Related Parties Transactions and Conflicts of Interest Policy, prepared in accordance with the New Market Regulations of B3 S.A. - Brasil, Bolsa, Balcão, as amended and approved by its Board of Directors on September 1, 2020.

It further declares for all due purposes that it is not involved in any current transaction that conflicts with the Company’s interests.

In witness whereof, the Declarant signs this Annual Declaration, in three (3) counterparts of equal content, in the presence of the two (2) undersigned witnesses, so that it may become effective.

Belo Horizonte, [•] [•], [•].

[DECLARANT]

Witnesses:

Name:
RG [ID]:

Name:
RG [ID]: